

**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
**MINUTES OF MEETING**  
**FEBRUARY 10, 2000**

The Members of the Department of Financial Institutions met at 9:00 a.m., EST, at 402 West Washington Street, Room W-066, Indianapolis, Indiana, on Thursday, February 10, 2000. Members present were Norman L. Lowery, Chairman; Gary M. Smith, Vice Chairman; Ronald E. Depasse, David D. Baer, Loretta M. Burd and James L. Saner. Also present from the Department were Charles W. Phillips, Director; James M. Cooper, Deputy Director, Depository Division; Kirk J. Schreiber, Senior Bank Analyst; Gina R. Williams, Senior Bank Analyst; Mark K. Powell, Supervisor, Credit Union Division, Mark Tarpey, Division Supervisor, Consumer Credit Division; Chuck T. Stumpf, Deputy Director, Administration Division and Ronda Bailey, Administrative Secretary. Representing Krieg DeVault Alexander & Capehart was John Tanselle. Representing Bingham Summers Welsh & Spilman were Jonathan Birge and Toby McCamrock. Member Tony Zaleski was absent.

**I. PUBLIC SESSION**

- A.) Attendance
- B.) Date of next meeting: March 9, 2000 @ 9:00 a.m.
- C.) A motion was made for approval of the minutes of the meeting held January 13, 2000 by Mr. Baer and was seconded by Mr. Saner. **The minutes were unanimously approved.**

**DIVISION OF BANK AND TRUST COMPANIES**

**1.) Old National Bancorp, Evansville, Vanderburgh County, Indiana**

Mr. Kirk J. Schreiber, Senior Bank Analyst, presented this application. Old National Bancorp ("Old National") has applied to the Members of the Department, pursuant to IC 28-2-14, for approval to acquire 100% control of ANB Corporation, ("ANB"), Muncie, Delaware County, Indiana, and thereby acquire its three wholly-owned bank subsidiaries.

The Agreement of Affiliation and Merger provides for the merger of ANB with and into Old National. Old National will be the surviving corporation of the merger. Initially, Old National will operate ANB's subsidiary banks as separate wholly owned subsidiaries of Old National. It is anticipated in the third or fourth quarter of 2000, the three ANB subsidiary banks will be merged into Old National's lead bank subsidiary, Old National Bank, Lawrenceville, Illinois.

The proposed transaction consists of an exchange ratio of approximately 1.3125 shares of Old National common stock for each of the issued and outstanding shares of ANB common stock. ANB's book value as of September 30, was \$12.60. This represents a purchase price premium of \$25.46 or 3.02x book value.

Mr. Schreiber reported that the pro forma combined financial statements as of September 30, 1999, reflect a tier one leverage capital ratio of 7.47% for Old National. Pro forma total assets for the same date were \$8 billion and total equity capital of \$607 million. The Federal Reserve Bank of St. Louis approved this application on January 27, 2000.

Mr. Schreiber stated that it is the opinion of the Department staff that the statutory requirements set forth in IC 28-2-14-12 has all been satisfactorily met and approval is recommended.

A motion for approval of the application was made by Mrs. Burd and seconded by Mr. Smith. **The application was unanimously approved.**

2.) **Myron Pattison, Crawfordsville, Montgomery County, Indiana**

3.) **Community Trust and Investment Company, Inc., Greencastle, Putnam County, Indiana**

Ms. Gina Williams, Senior Bank Analyst, presented the application. John Birge and Toby McClamroch of Bingham Summers Welsh & Spilman were introduced. They were present to answer any questions the Members may have concerning the applications.

On January 11, 2000, the Department received a request for approval of a change of control from Myron Pattison of Community Trust and Investment Company, Inc., which is located in Greencastle, Indiana. Community Trust was chartered by the Department in 1993 as a non-depository trust company.

In order to accomplish the change of control, Myron and Randy Pattison formed Community Truscorp, Inc. Myron Pattison owns 99% of Community Truscorp and Randy Pattison owns 1%.

At the last Member's meeting, the Members approved the formation of Greencastle Trust Company. Greencastle Trust Company is a wholly owned subsidiary of Community Truscorp. Greencastle Trust Company was formed as an interim trust company solely to facilitate the change of control through the merger of Greencastle Trust Company with Community Trust and Investment Company. Upon consummation of the merger Community Trust and Investment Company will be a wholly owned subsidiary of Community Truscorp.

The board of directors of Community Trust and Investment Company approved the terms and conditions of the merger on January 25, 2000. The board of directors of Greencastle Trust Company and Community Truscorp approved the terms and conditions on January 31, 2000.

Pursuant to the Agreement of Reorganization and Merger, each shareholder of Community Trust will receive \$25 for each share of stock they own of Community Trust and Investment Company.

After the merger, the board of directors of Community Trust and Investment Company will consist of Myron Pattison, Chairman of the Board, Randy Pattison, Secretary and Treasurer, Terry French, Ken Newnum, and Jerry Williams.

Ken Newnum will continue to serve as President and Jerry Williams will continue to serve as Manager of the Greencastle Office. Randy Pattison will serve as Executive Vice President. His responsibilities will include corporate operations and business development. Bob West, who is currently Chairman of the Board, will retire. No other employment changes are anticipated.

As part of the Department's investigation of the applications, the financial statements and biographical backgrounds of Myron and Randy Pattison, and Terry French were reviewed. No unfavorable trends were noted.

The change of control and merger will have little effect on Community Trust and Investment Company. The Pattisons do not plan any major changes to the trust company or its business plan.

Pursuant to IC 28-1-2-23, the staff has concluded that the applicants will control and operate the holding company and trust company in a legal and proper manner and the interests of the stockholders, creditors or general public will not be jeopardized by the change in control.

Pursuant to IC 28-1-7-4, the institutions are operated in a safe, sound and prudent manner, the financial condition of any of the institutions involved will not jeopardize the others, and the transaction will not result in an institution with inadequate capital, unsatisfactory management, or poor earnings prospects. The character and financial responsibility of the individuals are considered acceptable and finally, the public convenience will continue to be served.

Approval is recommended for a change of control of Community Trust and Investment Company and merger of Greencastle Trust Company into Community Trust and Investment Company to effect the change of control subject to the following commitments:

- 1. The Department be notified in writing prior to any significant changes in Community Trust and Investment Management Company's business plan.**
- 2. Randy Pattison must obtain the Department's approval for a change of control in Community Truscorp, Inc. pursuant to the provisions of IC 28-1-2-23 as his ownership interest in Community Truscorp, Inc. increases.**
- 3. The trust company shall have a certified audit of its financial statements annually for the first three years after the merger. The audit is to be conducted by a public accountant who has been approved by the Director of the Department.**

4. **Any changes in management or the board of directors for the first three years after the merger shall be approved by the Director of the Department.**
5. **The trust company will not pay dividends that will result in total tangible shareholder's equity declining below \$1MM for the first three years after the merger without the approval of the Director of the Department.**

Mr. Saner asked if the three-year time frame established in the commitments was a statutory time frame. He was informed that is was not a statutory time frame but one that is commonly used when establishing commitments.

Mr. Smith asked if there was some concern with the applications since the commitments were recommended. The staff responded that because it was a change of control dealing with individuals not previously known to the Department, the commitments are being recommended. Randy Pattison will have to learn the trust business; however, employment contracts have been entered into with key personnel to retain their services.

A motion for approval of the applications subject to the commitments was made by Mr. Saner and seconded by Mr. Baer. **The application was unanimously approved.**

4.) **Terre Haute Savings Bank, Terre Haute, Vigo County, Indiana**

Member Ron Depasse excused himself from the meeting during the presentation of this application. Ms. Gina Williams, Senior Bank Analyst, presented the application. John Tanselle of Krieg Devault Alexander & Capehart was introduced. He was present at the meeting to answer any questions concerning this application.

On August 16, 1999, the Board of Trustees of Terre Haute Savings Bank, Terre Haute, Indiana adopted a Plan of Reorganization pursuant to IC 28-6.2. The purpose of the reorganization is to form a mutual holding company and have Terre Haute Savings Bank become a wholly owned subsidiary of the mutual holding company.

Ms. Williams explained the steps that would have to be completed to accomplish this and referred the Members to page 7 of the outline which graphed the steps.

Step1: Formation of an interim stock savings bank wholly owned by Terre Haute Savings Bank.

Step 2: Interim 1 (Terre Haute Merger Bank) will itself form a wholly owned subsidiary known as THSB Merger Bank (Interim 2)

Steps 3, 4 and 5 will occur simultaneously: Terre Haute Savings Bank will exchange its mutual charter for a stock charter. Interim one (Terre Haute Merger Bank) will cancel its outstanding stock and exchange its stock savings bank charter for a mutual holding company

charter known as Terre Haute Savings MHC, Inc. THSB Merger Bank (Interim 2) will merge with and into Terre Haute Savings Bank with Terre Haute Savings Bank surviving the merger. Terre Haute Savings MHC, Inc. (formerly Interim 1 known as Terre Haute Merger Bank) will receive all of the stock of Terre Haute Savings Bank in exchange for its shares of Interim 2 (THSB Merger Bank).

The Reorganization will allow Terre Haute Savings Bank, as a stock savings bank, to issue up to 49.99% of its stock to persons other than the holding company as a means to raise capital.

The mutual holding company structure will allow for the acquisition of other financial institutions either by the merger of a target institution into Terre Haute Savings Bank or as a separate subsidiary of the holding company.

Also, the mutual holding company will be able to borrow funds and to issue debt securities to the public or through private placement and contribute the proceeds to Terre Haute Savings Bank as additional capital.

The members of Terre Haute Savings Bank prior to the reorganization, as depositors will become depositors of Terre Haute Savings Bank after the reorganization with no change in the amount and terms of the deposits, and as members, will become members of the holding company with an ownership interest in the holding company comparable to the ownership interest they previously held in Terre Haute Savings Bank.

Borrowers who are voting members at the effective date of the reorganization will continue to be voting members only for the period of time the borrowings are in existence after the reorganization.

Terre Haute Savings MHC, Inc. will be an Indiana chartered mutual holding company subject to the limitations and restrictions imposed on mutual holding companies under Indiana law and the regulations of the FDIC. Because it will be a bank holding company, it will also be regulated by the Federal Reserve.

The directors of the holding company will be elected annually by its members who will consist of the former depositors and borrowers prior to the Reorganization and individuals who become depositors of Terre Haute Savings Bank after the reorganization. The initial board will consist of the individuals currently serving on the board of Trustees of Terre Haute Savings Bank.

The Reorganization will not have any effect on how Terre Haute Savings Bank presently conducts its business. It will continue to operate under its current policies and present management and staff. It will continue to conduct business out of the main office and branches. It will also continue to be subject to regulation by the Department and the FDIC.

The board of directors of Terre Haute Savings Bank after the Reorganization will consist of the individuals currently serving as members of the board of trustees. After the Reorganization, the directors will be elected annually by the mutual holding company as the sole shareholder.

The staff has determined that the Reorganization Plan will not result in unsafe and unsound practices or an unsafe or unsound financial institution. The Plan is considered fair to the members of Terre Haute Savings Bank and the interest of the deposit account holders are sufficiently protected. The financial and managerial resources of Terre Haute Savings Bank will be sufficient and neither the holding company nor the savings bank will have inadequate capital. All of the information requested and required in the Reorganization Plan was provided.

Ms. Williams informed the Members that the FDIC approves the conversion from mutual ownership to stock ownership of Terre Haute Savings Bank and the merger of THSB Merger Bank (Interim 2) with Terre Haute Savings Bank. Dave Van Vickle indicated both would be approved no later than March 2000. The Federal Reserve Bank of Chicago approves the formation of the mutual holding company. They anticipate approval within 60 days from submission of the application. Mr. Tanselle indicated the Federal Reserve application would be submitted tomorrow if the Members approve this application.

With respect to IC 28-6.2-2-5, which are the requirements that must be satisfied for approval for a mutual holding company:

Terre Haute Savings Bank will continue to be operated in a safe, sound, and prudent manner.

The reorganization will not result in Terre Haute Savings Bank having inadequate capital, unsatisfactory management, or poor earnings prospects.

The management and other principals of the mutual holding company are considered qualified by character and financial responsibility to control and operate in a legal and proper manner Terre Haute Savings MHC, Inc. and

The interests of the depositors and creditors and the public in general will not be jeopardized by the proposed reorganization.

Based on these findings, the staff recommends approval of the Plan of Reorganization submitted by Terre Haute Savings Bank subject to the following conditions:

- 1.) Should the Plan of Reorganization not be consummated within six months from the filing of the Articles of Incorporation of Terre Haute Merger Bank and THSB Merger Bank, the two interim banks must be dissolved unless granted an extension by the Director of the Department.**

**2.) Approval of the Director of the Department prior to the issuance of any series of authorized but unissued shares of Terre Haute Savings Bank stock.**

Mr. Saner asked how the depositors of Terre Haute Savings Bank after the reorganization become members of the mutual holding company. After an animated discussion, Mr. Saner was told they become members of the holding by statute and the Articles of Reorganization.

A motion for approval of the applications subject to the commitments was made by Mr. Baer and seconded by Mrs. Burd. **The application was unanimously approved.**

**DIVISION OF CREDIT UNIONS**

**1.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA**

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. Centra Credit Union (CCU) has applied to the Members of the Department of Financial Institutions for approval of their proposed merger of Mutual Insurance Credit Union (MICU), Indianapolis, Marion County, Indiana into Centra Credit Union.

This is a voluntary merger being entered into by the Board of Directors of MICU to provide their membership the more expansive services provided by CCU. Mr. Powell explained to the Members that this is a classic merger in many respects in that MICU is a healthy credit union seeking a merger partner because they cannot provide the services that their members need. They are also having some trouble finding replacements for retired Board and Management personnel. Mr. Powell stated further that he felt that the Members would be seeing more of these types of mergers in the future. Mr. Powell went on to say that the merger would not affect the balance sheet ratios of CCU in any way, and that the Federal share insurance provider NCUA had approved the merger on January 31, 2000. Mr. Smith inquired as to how many full time employees CCU had. Mrs. Burd replied that CCU had 180 full time employees. Mrs. Burd recused herself from the meeting.

**Mr. Depasse made a motion for approval, which was seconded by Mr. Smith. The motion to approve the voluntary merger of Mutual Insurance Credit Union into Centra Credit Union was unanimously approved.**

**DIRECTOR'S COMMENTS AND REQUESTS**

A.) Charles T. Stumpf, Deputy Director, Administrative Division presented to the Members for approval the proposed fee schedules for all Divisions of the Department of Financial Institutions for the fiscal year ending 6-30-2000. Mr. Stumpf informed the Members that the fees for the Credit Union Division would remain the same but revisions for the Bank and Non-depository Division were needed. The revisions are as follows:

**1. The UCCC volume fee increase from \$13 to \$14 for FYE 6-30-01.**

The proposed increase is, in reality, a reinstatement of a portion of the \$3 decrease approved in 1998 and will generate an additional \$150,000. The additional revenue is necessary due to the increase in necessary expenses and the larger than projected decrease in revenue the Department has experienced in the past two years.

**2. The Bank Division fee schedule**

The schedule was extended to \$40 billion and the fees for any institution exceeding \$1 billion in assets were lowered. This was done to provide the Department with the opportunity to supervise larger institutions and to correspond its fees to those of the OCC and surrounding states. The minimum fee was increased from \$800 to \$3200. This was done so that the minimum fee would more accurately reflect the costs incurred in providing supervisory and regulatory services to trust companies and uninsured institutions. **A motion was made by Mr. Depasse to approve the revised fee schedule FYE 6-30-2000 and was seconded by Mrs. Burd. The motion was unanimously approved.**

**B.) Fifth Third Bank, Indiana, Indianapolis, Marion County, Indiana**

On November 17, 1999, the Department received an application indicating Fifth Third Bank, Indiana's intent to make a minority investment in a subsidiary, The Fifth Third Company, pursuant to IC 28-13-16. IC 28-13-16, which became effective July 1, 1999, allows Indiana chartered financial institutions to obtain a 50% or less ownership interests in a foreign or domestic corporation or limited liability company. **This item is for informational purposes only.**

**C.) Salin Bank and Trust Company, Indianapolis, Marion County, Indiana**

The bank notified the Department that they closed the branch banking office that was known as the "**Seymour Branch**" located at 1604 East Tipton Street, Seymour, Jackson County, Indiana on January 15, 2000 @ 5:00 p.m. **This item is for informational purposes only.**

**D.)** Director Phillips will advise the Members of actions taken pursuant to Delegated Authority. Mr. Phillips asked for any questions or clarifications of the actions, which are as follows:

**DIVISION OF BANK AND TRUST COMPANIES**

**1.) FIFTH THIRD BANK, INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied for approval to issue Subordinated Debt that would qualify as Sound Capital per IC 28-1-1-3(10). In July of 1996, the bank, along with five affiliated banks, requested permission to issue up to an aggregate of \$500,000,000 in Subordinated Notes and \$2,500,000,000 in Senior Notes ("Bank Note Program"). On July 11, 1996, the Director of the Department, under delegated authority, approved the bank's share of the Subordinated Notes to qualify as Sound Capital pursuant to IC 28-1-1-3(10). The bank is now requesting to increase the Bank Note Program. The bank, along with seven affiliated banks (the "Issuing Bank"), is requesting permission to issue up to an aggregate of \$7,000,000,000 in Senior Bank Notes and \$1,500,000,000 Subordinated Bank Notes. The Issuing Banks intend to use the net proceeds from the sale of the Notes for general and corporate purposes. The



Subordinated Notes are to be written to qualify as Tier 2 capital and no individual bank will issue more than is permissible to qualify as Tier 2 capital. The bank currently has no Subordinated Notes or Senior Notes issued. As of September 30, 1999, the bank could issue up to \$51,801,000 in Subordinated Notes that would qualify as Tier 2 capital. The Department limits the amount of Subordinated Debt that may be designated as Sound Capital to 50% of Common Stock and Surplus. As of September 30, 1996, 50% of the bank's Common Stock and Surplus would be \$24,719,500. The bank's three-year average ROA is 1.46%. As of September 30, 1999, the bank's ROA is 1.51% and Tier 1 leverage capital ratio is 7.49%.

**APPROVAL OF THE SUBORDINATED DEBT TO QUALIFY AS SOUND CAPITAL IS RECOMMENDED CONTINGENT UPON THE FOLLOWING CONDITIONS:**

**The principal amount of subordinated debt outstanding which shall qualify as sound capital under IC 28-1-1-3(10) shall not exceed an amount equal to 50% of Capital Stock and Surplus,**

**The subordinated debt must qualify as Tier 2 capital, and**

**If the distribution of the subordinated debt is not completed within twelve months (12) months from the date of the Offering Circular, an amended Circular, with the same terms and conditions for the subordinated debt, shall be filed with the Department of Financial Institutions. If, during the period in which these securities are being offered, any circumstances of a material nature arises which affects or may affect the condition of the bank, then an amended Offering Circular must be filed with the Department of Financial Institutions for approval.**

**The Director approved this on January 7, 2000, under Delegated Authority.**

**2.) FIFTH THIRD BANK, INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied for approval to relocate three branch-banking offices. The applications were received on January 19, 2000. No insider relationship exists between any insiders of the bank and any of the parties involved. As of September 30, 1999, Tier 1 leverage capital ratio is 7.49%, and the bank's ROA is 1.51%. The investment in total fixed assets to total capital will increase from 10.63% before the proposed relocation of the three branch offices to 13.78% following the relocation of the three branch offices.

The bank has applied to relocate a branch banking office from **9245 North Meridian Street, Indianapolis, Marion County, Indiana** to **8549 North College Avenue, Indianapolis, Marion County, Indiana**. The bank purchased the land and building for \$2,200M from Bank One, Indiana N.A., Indianapolis, Indiana. Furniture, fixtures and equipment costs are approximated at \$301M. The bank intends to let the lease expire at the end of May at the current location and move to the proposed location by June 1, 2000.

The bank also applied to relocate a branch banking office from **112 Franklin Street, Milan,**

**Ripley County, Indiana** to a newly constructed branch facility to be located at **843 North Warpath Drive, Milan, Ripley County, Indiana**. The bank purchased the land for approximately \$62M. Construction of the building is estimated to cost \$718M. Furniture, fixtures and equipment costs are approximated at \$175M. The bank intends to sell the current location.

Additionally, the bank applied to relocate a branch banking office from **648 Treybourne Drive, Greenwood, Johnson County, Indiana** to **106 State Road 135, Greenwood, Johnson County, Indiana**. The proposed office currently operates under the Civitas Bank name. Upon consummation of the merger of Civitas Bank and Fifth Third Bank, Indiana, the resulting institution wants to consolidate the two branches since they are only one mile apart. Applicant intends to remodel the site for an estimated cost of \$200M. Furniture, fixtures and equipment costs are approximated at \$50M. The bank intends to sell the current location. **The Director approved the three branch relocations on January 24, 2000, under Delegated Authority.**

3.) **CIB BANK, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **8906 Rockville Road, Indianapolis, Marion County, Indiana**. The application was received on January 11, 2000. The branch will be known as **CIB Bank**. CIB Bank has entered into a contract to purchase the land and building for \$475,000.00. Furniture, fixture, and equipment are projected at \$180,000. No insider relationship exists between any insiders of the bank and any of the parties involved. CIB Bank opened for business on March 30, 1998. As of September 30, 1999, the bank reported a return on assets of 0.56%. The bank's Tier 1 leverage capital ratio is 23.63% as of September 30, 1999. The investment in total fixed assets to total capital will increase from 4.40% before the proposed branch to 9.84% following the establishment of the branch. This will be the bank's third branch. **The Director approved this on January 24, 2000, under Delegated Authority.**

4.) **FIFTH THIRD BANK, INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA**

The bank has applied to the Department for permission to make a minority investment in a nonqualifying subsidiary pursuant to IC 28-13-16. The subsidiary, The Fifth Third Company, is an Ohio company and wholly owned-subsubsidiary of Fifth Third Bank, an Ohio banking corporation. Fifth Third Bank, Cincinnati, Ohio and Fifth Third Bank, Indiana are wholly-owned subsidiaries of Fifth Third Bancorp, Cincinnati, Ohio. The subsidiary is a real estate holding company located in Cincinnati, Ohio. Proposed amendments to the Articles of Incorporation indicate that the Subsidiary will be authorized to have 500 shares of common stock and 1,000 shares of preferred stock. The holders of the common stock shall be entitled to 200 votes per share and each holder of preferred stock shall be entitled to one vote per share. The bank will own 13 shares of preferred stock. **This was approved by Action Taken by the Director on January 25, 2000, subject to the following conditions:**

1. **Should The Fifth Third Company expand into activity that is not permissible**

**for an Indiana chartered financial institution, Fifth Third Bank, Indiana will immediately divest of the preferred stock,**

- 2. As indicated in the correspondence dated November 12, 1999, the leasehold improvements and securities being transferred to The Fifth Third Company must be transferred at fair market value, and**
- 3. The dividend of the subordinated debt to Fifth Third Bancorp must be recorded at fair market value of the asset on the declaration date of the dividend pursuant to Call Report Instructions.**

### **DIVISION OF CREDIT UNIONS**

**1.) INDIANA MEMBERS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Zeta Beta Tau Fraternity, Inc. – Indianapolis – 7 members (common bond of occupation as defined by 28-7-1-10)

ImageSystems, International, Inc. – Boulder, CO – 37 members (common bond of occupation as defined by 28-7-1-10)

Apple American Limited Partnership of Indiana – Cleveland, OH – 1,500 members (common bond of occupation as defined by 28-7-1-10)

LightSpeed Solutions, Inc. – Indianapolis – 6 members (common bond of occupation as defined by 28-7-1-10)

Ivy Tech State College – Indianapolis – 1,800 members (common bond of occupation as defined by 28-7-1-10)

Indiana Department of Veterans Affairs – Indianapolis – 9 members (common bond of occupation as defined by 28-7-1-10)

Greenbriar Rehabilitation Center – Indianapolis – 92 members (common bond of occupation as defined by 28-7-1-10)

The National Collegiate Athletic Association – Indianapolis – 350 members (common bond of occupation as defined by 28-7-1-10)

Casting Technology Company – Franklin – 250 members (common bond of occupation as defined by 28-7-1-10)

El Tech Consulting, Inc. – Indianapolis – 30 members (common bond of occupation as defined by 28-7-1-10)

The Skillman Corporation – Indianapolis – 91 members (common bond of occupation as defined by 28-7-1-10)

Blueline Staffing, LLC – Indianapolis – 5 members (common bond of occupation as defined

by 28-7-1-10)

Management, Inc. – Indianapolis – 130 members (common bond of occupation as defined by 28-7-1-10)

Corporate Express – Indianapolis – 8 members (common bond of occupation as defined by 28-7-1-10)

DataLogic, Inc. – Houston, TX – 20 members (common bond of occupation as defined by 28-7-1-10)

Indiana Office of Utility Consumer Counselor – Indianapolis – 57 members (common bond of occupation as defined by 28-7-1-10)

State Board of Accounts – Indianapolis – 315 members – (common bond of occupation as defined by 28-7-1-10)

Glenmark Construction Company, Inc. – Indianapolis – 122 members (common bond of occupation as defined by 28-7-1-10)

MEC Indiana, LLC – Winchester – 15 members (common bond of occupation as defined by 28-7-1-10)

U.S. Alert, Inc. – Nashville – 240 members (common bond of occupation as defined by 28-7-1-10)

Bindley Western Industries, Inc. – Indianapolis – 225 members (common bond of occupation as defined by 28-7-1-10)

Indiana Commission on Proprietary Education – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)

**The Director approved this on January 7, 2000, under Delegated Authority.**

**2.) INDIANA POSTAL & FEDERAL EMPLOYEES CREDIT UNION, FORTH WAYNE, ALLEN COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Summit Accounting & Computer Services, Inc. – Fort Wayne – 12 members (common bond of occupation as defined by 28-7-1-10)

Thomas P. Lerch Enterprises, Inc. – Fort Wayne – 160 members (common bond of occupation as defined by 28-7-1-10)

Association for Professional Career Development – Indianapolis – 4,000 members (common bond of professional association as defined by 28-7-1-10)

The College Network – Indianapolis – 130 members (common bond of occupation as defined by 28-7-1-10)

**The Director approved this on December 10, 2000, under Delegated Authority.**

3.) **INDIANA TELCO CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Plasterers & Cement Masons Local Union 692 – Indianapolis – 1,450 members (common bond of labor organization membership as defined by 28-7-1-10)

Beer & Morgan Company, Inc./dba/ Weekend Furniture Express – Warsaw – 5 members (common bond of occupation as defined by 28-7-1-10)

Midwest Steel Rule Cutting Die, Inc. – Indianapolis – 23 members (common bond of occupation as defined by 28-7-1-10)

Acupuncture & Holistic Health of Carmel, LLC – Carmel – 3 members (common bond of occupation as defined by 28-7-1-10)

Quality Building Maintenance – Indianapolis – 150 members (common bond of occupation as defined by 28-7-1-10)

Capstone Technologies, LLC – Indianapolis – 16 members (common bond of occupation as defined by 28-7-1-10)

New Heritage Baptist Church – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

**The Director approved this on January 24, 2000, under Delegated Authority.**

4.) **GENERAL CREDIT UNION, FORT WAYNE, ALLEN COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Heavenly Ham – Fort Wayne – 10 members (common bond of occupation as defined by 28-7-1-10)

**The Director approved this on January 28, 2000, under Delegated Authority.**

5.) **PERFECT CIRCLE CREDIT UNION, HAGERSTOWN, WAYNE COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a

credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

The Courier Times – New Castle – 65 members (common bond of occupation as defined by 28-7-1-10)

**The Director approved this on January 31, 2000, under Delegated Authority.**

**6.) TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA**

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. Pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Forest River, Inc. – Goshen – 2,000 members (common bond of occupation as defined by 28-7-1-10)

Art Gallery Place – South Bend – 3 members (common bond of occupation as defined by 28-7-1-10)

O.C. Properties, LLC – Osceola – 2 members (common bond of occupation as defined by 28-7-1-10)

Michiana Electric Motor Sales, Inc. – Mishawaka – 6 members (common bond of occupation as defined by 28-7-1-10)

Kate Swartzel, Services – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)

Meijer, Inc. – Grand Rapids, MI – 80,000 members (common bond of occupation as defined by 28-7-1-10)

Town & Country Real Estate, LLC, d/b/a RE-MAX Central, Inc. – Mishawaka  
2 members (common bond of occupation as defined by 28-7-1-10)

Tyler R. Noel Construction, Inc. – Niles, MI – 2 members (common bond of occupation as defined by 28-7-1-10)

G Corporation, d/b/a Cookies by Design – South Bend – 10 members (common bond of occupation as defined by 28-7-1-10)

C'est Provence – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

National Data Source, Inc. – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)

Appledore Enterprises – Niles, MI – 2 members (common bond of occupation as defined by 28-7-1-10)

Elijah's Fire International Ministries – 26 members (common bond of church membership as defined by 28-7-1-10)

**The Director approved this on February 3, 2000, under Delegated Authority.**

**CONSUMER CREDIT DIVISION**

- 1.) Citicorp Mortgage, Inc. is requesting a consumer loan license. Applicant is based in St. Louis, MO. They will be making second mortgage loans. They will be servicing their loans. Loans will be closed by title company/attorneys. They currently operate in 24 states. Applicant is taking over operations of current licensee #7692, Source One Mortgage Corporation, Farmington, MI. Applicant is an indirect wholly owned subsidiary of Citigroup. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 2.) Cresleigh Financial Services, LLC d/b/a Cresleigh Bancorp is requesting a consumer loan license. Applicant is based in Carmel, IN. They will be making second mortgage loans. They will not be servicing their loans until they have been operating for 12-18 months. They currently have applications pending in KY, IL, OH, MI. Principals of corporate applicant have experience with United Midwest Bank of Ohio, Household Finance, as well as Banc One Financial. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 3.) Fairbank Acquisition Corp. is requesting a consumer loan license. Applicant is based in Waterbury, CT. They will be making second mortgage loans. They will be servicing their loans. Loans will be closed by a title company. They currently operate in 22 states. Current licensee #1454 is being acquired. This entity is Fairbanks Mortgage Corporation. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 4.) Finance America, LLC is requesting a consumer loan license. Applicant is based in Irvine, CA. They will be making second mortgage loans. They will not be servicing their loans, but may in the future. Loans will be closed by title company/attorneys. They currently operate in 20 states. Applicant is taking over existing licensee #1565, Amresco Residential Mortgage Corporation. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 5.) First Chesapeake Funding Corp d/b/a Collateral One Mortgage Corporation is requesting a consumer loan license. Applicant is based in Plantation, FL. They will have one location in Indianapolis. They will be making second mortgage loans. They will not be servicing their loans. They currently operate in FL and KY. Applicant is taking over loan license #1464, Mortgage Concepts, Inc. d/b/a Collateral One Mortgage Corporation. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 6.) Mapleton Fall Creek Development Corporation is requesting a consumer loan license. Applicant is based in Indianapolis. They will be making home improvement/second mortgage loans. They will be servicing their loans. Loans will be low interest home repair loans to families at or below 80% of the median income level. Applicant is recommended or approval. **The Director approved this on January 26, 2000, under Delegated**

**Authority.**

- 7.) Mortgage Mate, Inc. d/b/a Mortgage Capital Associates and Mortgage Capital Acceptance Corporation is requesting a consumer loan license. Applicant is based in Los Angeles, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company/attorneys. They currently operate in 18 states. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 8.) Residential Credit Corporation d/b/a Check N Go Mortgage Services is requesting a consumer loan license. Applicant is based in Westminster, CA. They will be making second mortgage loans. They will not be servicing their loans and the loans will be sold to various institutional investors. They currently operate in six states. Loans will be "solicited" at Check N Go payday lending outlets. All "closings" will be at title company. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 9.) Temple-Inland Mortgage Corporation is requesting a consumer loan license. Applicant is based in Austin, TX. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in 18 states. Applicant is recommended for approval. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 10.) Associated Foreign Exchange, Inc. is requesting a money transmitter license. Applicant is based in Encino, CA. Applicant will use Indiana agents to transmit money from Indiana to Latin America via wire transfer. Upon license approval, they will contract with grocers and other retail businesses to act as agents. Audited statements by Deloitte & Touche for 5/31/99 and 5/31/98 confirm the applicant's ability to meet all financial requirements. They currently operate in AZ, CA, NY. Principals are involved with three licensed money transmitters in CA. All 3 entities are in good standing. Associated Foreign Exchange has been operating since 1981 in CA. **The Director approved this on January 26, 2000, under Delegated Authority.**
- 11.) Agency Services Consolidated is seeking approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Cincinnati, OH. They currently operate in OH and KY. There is a contractual liability policy issued by Balboa Insurance. The initial dealer requesting approval is Kidd Chrysler/Plymouth in Lawrenceburg. There is a 60 day free look, refund upon prepayment based on "rule of 78ths", customer deductible covered up to \$1000. Maximum cost to customer will not exceed \$399. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202 (1)(c). **The Director approved this on January 26, 2000, under Delegated Authority.**



- 12.) American Financial & Automotive Services, Inc. is seeking approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in League City, TX. They currently operate in 43 states. There is a contractual liability policy issued by Balboa Life & Casualty. The initial dealer requesting approval is Don Ayres Pontiac in Fort Wayne. There is a 60 day free look, refund upon prepayment based on "rule of 78ths", customer deductible covered up to \$1000. Maximum cost to customer will not exceed \$395. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202 (1)(c). **The Director approved this on January 26, 2000, under Delegated Authority.**
- 13.) The Aegis Group is seeking approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Atlanta, GA. They currently operate in 17 states. The maximum cost to the customer is \$420. Customer deductible is covered up to \$1000. Refund upon customer prepayment in full based on rule of 78ths. Free look period is 60 days. There is a contractual liability policy issued by Balboa Life & Casualty. The initial dealer requesting approval is Scott Automotive, Inc. of Versailles, IN. The administrator had sold 86 consumer GAP agreements prior to approval. Customers will be given new 60 day free look. Aegis will also refund overcharges on four accounts totaling \$300. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202 (1)(c). **The Director approved this on January 26, 2000, under Delegated Authority.**

There being no further business to come before the Members, a motion to adjourn the meeting was made by Mr. Depasse and seconded by Mr. Smith. The motion was unanimously approved.

**APPROVED:**

**ATTEST:**

**Norman Lowery, Vice Chairman**

**James Cooper, Acting Secretary**